

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SONY BMG CD
TECHNOLOGIES LITIGATION

Case No. 1:05-cv-09575-NRB

**AFFIDAVIT OF ELIZABETH C. PRITZKER IN SUPPORT OF
PLAINTIFFS' APPLICATION FOR PRELIMINARY APPROVAL OF
CLASS ACTION SETTLEMENT**

**GIRARD GIBBS
& De BARTOLOMEO LLP**
Jonathan K. Levine (JL-8390)
Daniel C. Girard (Pro Hac Vice)
Elizabeth C. Pritzker (Pro Hac Vice)
Aaron M. Sheanin (Pro Hac Vice)
601 California Street, Suite 1400
San Francisco, California 94108
Telephone: (415) 981-4800

KAMBER & ASSOCIATES LLC
Scott A. Kamber (SK-5794)
19 Fulton Street, Suite 400
New York, NY 10038
Telephone: (212) 571-2000

Plaintiffs' Co-Lead Counsel

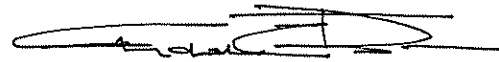
I, Elizabeth C. Pritzker, being duly sworn, deposes and says that the following facts are true and correct to the best of his personal knowledge:

1. I am a partner of the law firm of Girard Gibbs & De Bartolomeo LLP, Plaintiffs' Co-Lead Counsel in this matter. My office is located at 601 California Street, Suite 1400, San Francisco, California 94108. My telephone number is (415) 981-4800.
2. I am an attorney duly admitted to practice to law before all state and federal courts in the State of California. On or about December 20, 2005, I submitted an affidavit and application for admission to this Court, *pro hac vice*.
3. I make this affidavit in support of Plaintiffs' Application for Preliminary Approval of Class Action Settlement.
4. Submitted herewith and attached hereto as Exhibit A is a true and correct copy of a firm resume for Girard Gibbs & De Bartolomeo, LLP.
5. Submitted herewith and attached hereto as Exhibit B is a true and correct copy of a firm resume for Kamber & Associates, LC.
6. By prior court order, Girard Gibbs & De Bartolomeo, LLP, and Kamber & Associates, LLC, were appointed Plaintiffs' Co-Lead Counsel in this matter.
7. Submitted herewith and attached hereto as Exhibit C is a true and correct copy of the parties' Settlement Agreement, dated December 28, 2005, together with all exhibits that are referenced and expressly incorporated therein, which exhibits are identified as follows:
 - a. A Listing Of All XCP and MediaMax 3.0 and 5.0 CD titles distributed in the United States By Defendant SONY BMG Music Entertainment ("SONY BMG") from August 1, 2003 to the present (Exhibit A to Settlement Agreement);
 - b. A Proposed Final Order and Judgment (Exhibit B to Settlement Agreement);

- c. A Listing of All Album Titles Available For Download By Eligible Settlement Class Members (Exhibit C to Settlement Agreement);
- d. A Proposed Hearing Order (Exhibit D to Settlement Agreement);
- e. A Proposed Summary Notice Of Proposed Class Action Settlement (Exhibit E to Settlement Agreement); and
- f. A Proposed Notice of Proposed Class Action Settlement, Motion For Attorneys' Fees, And Settlement Fairness Hearing (Exhibit F to Settlement Agreement).

I declare under penalty of perjury and the laws of the United States of America that the foregoing is true and correct.

Executed this 28th day of December, 2005 at San Francisco,
California.



Elizabeth C. Pritzker

State of California)
County of San Francisco)

On December 28, 2005, before me, Zackary M. Lyons, Notary Public, personally appeared Elizabeth C. Pritzker, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity on behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

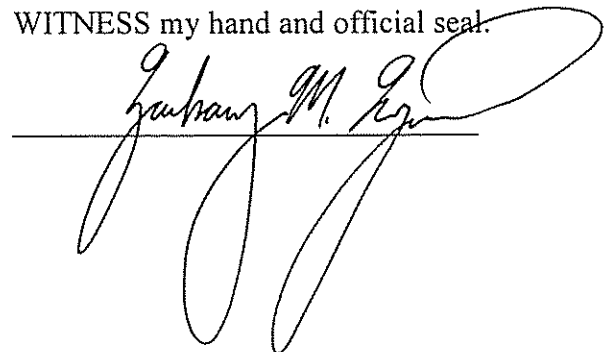
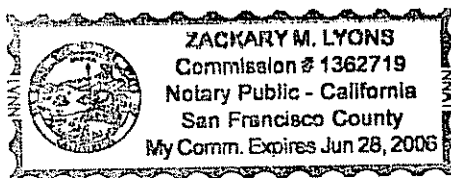


Exhibit A to Affidavit of Elizabeth C. Pritzker

GIRARD GIBBS & De BARTOLOMEO

A LIMITED LIABILITY
PARTNERSHIP
Attorneys at Law

601 California Street, Suite 1400

San Francisco, California

94108-2805

Telephone: (415) 981-4800

Facsimile: (415) 981-4846

URL: www.girardgibbs.com

FIRM RESUME

Girard Gibbs & De Bartolomeo LLP specializes in class action and business litigation. Founded in 1995, the firm represents clients throughout the United States in complex securities, antitrust, product liability, and consumer protection actions. The firm has been on the cutting-edge of consumer fraud class actions involving technology issues, having served as co-lead counsel in In re America Online, Inc. Version 5.0 Software Litigation (\$15.5 million settlement of class action alleging violations of the Computer Fraud and Abuse Act), In re PayPal Litigation (aggregate \$14 million settlement plus substantial injunctive relief), and In re iPod Cases (\$60 million settlement).

The firm also specializes in representing and counseling institutional investors in securities and derivative litigation and has represented or advised some of the largest institutional investors in the United States. Girard Gibbs currently is prosecuting securities actions on behalf of the California State Teachers' Retirement System, Allianz of America, Inc., Fireman's Fund Insurance Company, Jefferson Life Insurance Company and Preferred Life Insurance Company. The firm previously has served as outside counsel to the California Public Employees Retirement System (CalPERS), the Kansas Public Employees Retirement System, the State of Wisconsin Investment Board, the Louisiana Teachers' Retirement System, the Louisiana State Employees Retirement System, and the Los Angeles County Employees Retirement Association.

The firm's partners are experienced in all aspects of class action practice and complex securities and business litigation. Girard Gibbs seeks to apply its experience as plaintiffs' attorneys to manage and resolve civil litigation effectively on behalf of all the firm's clients. The firm also provides consulting and preventive counseling services to corporate clients and professionals on a variety of legal issues.

PARTNERS

Daniel C. Girard has served as court-appointed lead counsel, class counsel and liaison counsel in class action proceedings throughout the United States. He has prosecuted over 50 class action matters successfully, including cases in the fields of securities, corporate governance, partnership, antitrust, civil rights, telecommunications, anti-racketeering, unfair competition, false advertising, computer fraud, credit repair, truth-in-lending, and multi-level marketing. Some of the cases in which Mr. Girard served in a leadership role include the Prison Realty Securities Litigation, where as co-lead counsel he obtained one of the largest securities settlements on record (\$134 million), the Digex Litigation, where he was counsel to

the Kansas Public Employees Retirement System, and helped obtain one of the largest class action settlements in Delaware Chancery Court (\$165 million in cash and stock, and non-cash benefits valued at \$450 million), the In re i2 Technologies Securities Litigation, where he was again counsel to the Kansas Public Employees Retirement System and obtained a settlement of \$88 million in cash, and the MCI Non-Subscriber Rates Litigation, where as lead counsel he obtained the largest settlement ever achieved in a telecommunications class action (\$90 million). Mr. Girard also served as the lead attorney for San Francisco's Chinese American schoolchildren in Ho v. San Francisco Unified School District. The Ho litigation settled on the first day of trial when the SFUSD agreed to a comprehensive injunction prohibiting the unlawful use of race and ethnicity in San Francisco public school admissions. The Ho litigation was widely followed, and has been discussed in a number of law review articles.

Mr. Girard currently serves as co-lead counsel in In re SONY BMG Technologies Litigation, a class action alleging that SONY BMG violated the Computer Fraud and Abuse Act by placing digital rights management software on its music CDs. He represents Allianz of America, Inc., Fireman's Fund and other large private institutional investors in litigation against Grant Thornton, Salomon Smith Barney and other defendants arising out of their investments in Winstar Communications, Inc. He represents the California State Teachers Retirement System in litigation against Qwest Communications, Inc. and outside auditor Arthur Andersen. Mr. Girard is co-lead counsel in the In re American Express Financial Advisors Securities Litigation, which has tentatively settled for more than \$100 million. He serves in a leadership capacity in Natural Gas Antitrust Cases I, II, III and IV, antitrust litigation against numerous natural gas companies for manipulating the market for natural gas in California. Mr. Girard also is prosecuting several class actions on behalf of consumers nationwide.

On August 24, 2004, the late Chief Justice Rehnquist appointed Mr. Girard to a three-year term on the Judicial Conference Advisory Committee on Civil Rules, beginning October 1, 2004. Mr. Girard is past Chair of the American Bar Association Business Law Section Subcommittee on Class Actions, Co-Chair of the Business and Corporate Litigation Committee's Task Force on Litigation Reform and Rule Revision, and Vice-Chair of the Business and Corporate Litigation Committee. He is also a member of the National Association of Public Pension Attorneys, the International Corporate Governance Network and the Council of Institutional Investors. Mr. Girard serves as Chairman of the Board of Trustees of the St. Matthew's Episcopal Day School in San Mateo, California and has been a volunteer conservation easement monitor for the Peninsula Open Space Trust since 1991.

Mr. Girard was a partner at Lieff, Cabraser, Heimann & Bernstein LLP from 1988 to 1994. He was an associate with Brobeck, Phleger & Harrison from 1984 to 1987, specializing in securities and corporate law. Mr. Girard is a 1984 graduate of the School of Law, University of California at Davis where he was a member of the Law Review. He received his undergraduate degree from Cornell University in 1979. Mr. Girard is admitted to the California Bar. He also is admitted to practice before the United States Supreme Court, the United States Courts of Appeals for the Fifth and Ninth Circuits and the United States District Courts for the District of Colorado and the Northern, Eastern, Central and Southern Districts of California.

Eric H. Gibbs has served as court-appointed lead counsel, class counsel and liaison counsel in numerous consumer class actions throughout the United States. He has prosecuted over 25 consumer class action matters successfully, including cases involving telecommunications, credit cards, unfair competition, false advertising, truth-in-lending, product liability and credit repair. Some of the cases in which Mr. Gibbs served in a leadership role include In Re Ipod Cases, where as co-lead counsel he obtained a settlement of over \$60 million, Mitchell v. American Fair Credit Association and Mitchell v. Bankfirst, N.A., which generated one of the largest settlements in the United States under the credit services laws (over \$40 million), and Providian Credit Card Cases, which resulted in one of the largest class action recoveries in the United States arising out of consumer credit card litigation (\$105 million).

Mr. Gibbs currently serves as lead counsel in the following matters, among others: In Re America Online Spin-Off Accounts Litigation, MDL No. 04-1581-RSWL, pending in the USDC, Central District of California, Western Division; In re General Motors Corp. DexCool Vehicle Coolant Litigation, MDL No. 1562, pending in the USDC, Southern District of Illinois; In Re Hyundai and Kia Horsepower Litigation, Case No. 02CC00287, Orange County, California; In Re Girls Gone Wild Litigation, Case No. BC296675, Los Angeles County, California; and Sanute v. General Motors Corp., Case No. HG03093843, Alameda County, California.

Mr. Gibbs is a 1995 graduate of the Seattle University School of Law. He received his undergraduate degree from San Francisco State University in 1991. Before joining Girard Gibbs, he worked for two years as a law clerk for the Consumer Protection Division of the Washington Attorney General's Office. Mr. Gibbs has lectured on consumer class action. He is a member of the American Bar Association, the Association of Trial Lawyers of America, the National Association of Consumer Advocates, the Consumer Attorneys of California, and the Alameda County Bar Association. Mr. Gibbs is admitted to the California Bar. He also is admitted to practice before the United States Court of Appeals for the Ninth Circuit, as well as the United States District Courts for the District of Colorado and the Northern, Eastern, Central and Southern Districts of California.

A. J. De Bartolomeo has extensive experience in complex litigation, including the prosecution and defense of class actions arising under the securities, communications, consumer protection and copyright laws. Ms. De Bartolomeo currently serves as co-lead counsel representing the California State Teachers Retirement System in securities litigation against Qwest Communications, Inc., its former officers and directors, and outside auditor Arthur Andersen, involving one of the largest and most pervasive corporate financial frauds in United States history in CalSTRS v. Qwest Communications, et al., pending in California Superior Court for the County of San Francisco. She served as counsel for the State of New Jersey in a securities fraud matter against Gemstar – TV Guide and two of its former officers in State of New Jersey v. Gemstar. She also currently serves as co-lead counsel in the Literary Works in Electronic Databases Litigation, in which the United States District Court for the Southern District of New York recently granted final approval to what is believed to be the largest copyright class action settlement in history (\$18 million). Ms. De Bartolomeo has extensive experience in the negotiation and administration of class action settlements, including the \$90 million settlement in MCI Non-Subscriber Rates Litigation. She has also

worked in the securities industry from 1982-1985, as an assistant trader at Tucker, Anthony & R.L. Day (now known as RBC Dain Rauscher).

Ms. De Bartolomeo is a member of the American Bar Association Sections on Litigation, Business Law and Communications. She also is a member of the National Association of Public Pension Attorneys, where she is an active participant in the Task Force on Securities Litigation and Damage Calculation, as well as a member of the Council of Institutional Investors and the National Association of State Retirement Administrators.

Ms. De Bartolomeo is a 1988 graduate of the University of California, Hastings College of the Law. She received her undergraduate degree from Fairfield University in 1982, and a General Course degree in Economics from the University of London, London School of Economics and Political Science in 1981. Before joining Girard Gibbs, Ms. De Bartolomeo was an associate with Robins Kaplan Miller & Ciresi. She is admitted to the California Bar. She also is admitted to practice before the United States Supreme Court, the United States Courts of Appeals for the First and Ninth Circuits, and the United States District Courts for the District of Michigan, the Southern District of Texas, and the Northern, Eastern, Central and Southern Districts of California.

Elizabeth C. Pritzker has extensive experience in complex litigation matters, including the prosecution of consumer, product liability, and securities class actions. She also represents journalists, print and broadcast media, and not-for-profit organizations in First Amendment-related litigation.

Ms. Pritzker currently serves as co-lead counsel in In re SONY BMG Technologies Litigation, a class action alleging that SONY BMG violated the Computer Fraud and Abuse Act by placing digital rights management software on its music CDs. She also serves as co-lead counsel in securities fraud litigation brought on behalf of the California State Teachers Retirement System against Qwest Communications, Inc., its former officers and directors, and outside auditor Arthur Andersen, CalSTRS v. Qwest Communications et al., San Francisco Superior Court Case No. 415566. She also serves in a leadership capacity in Natural Gas Antitrust Cases I, II, III and IV, antitrust litigation against numerous natural gas companies for manipulating the market for natural gas in California. Ms. Pritzker was co-lead counsel in coordinated consumer class action litigation against Apple Computer, Inc., In Re iPod Cases, which resulted in a settlement of over \$60 million.

In 1992, Ms. Pritzker co-founded the First Amendment Project, a nonprofit, public interest law firm devoted exclusively to First Amendment-related litigation. From 1992 to 1999, she served as the Project's Executive Director and chief staff attorney. Over her seven-year tenure, she successfully litigated matters involving defamation law, copyright and trademark enforcement, licensing, privacy law, Internet law, and enforcement of state and federal right-to-know laws. In 2000, Ms. Pritzker was honored by the Society of Professional Journalists with the prestigious James Madison Freedom of Information Award for her legal work on behalf of journalists and media.

For three years prior to joining Girard Gibbs, Ms. Pritzker was a principal at the law firm of Cotchett, Pitre, Simon & McCarthy, where she specialized in consumer fraud, product liability, securities, construction fraud, and First Amendment-related litigation. Ms. Pritzker

has served as a Lecturer in Mass Communications Law in the Department of Journalism at San Francisco State University. She formerly served as a Supervising Attorney in the Civil Law and Motion Departments of the Alameda County Superior Court, and as a judicial extern to Judge Marilyn Hall Patel of the United States District Court for the Northern District of California. Ms. Pritzker is a frequent speaker on civil litigation matters, including discovery, pre-trial and class action procedures, for the Continuing Education of the Bar, the State Bar of California, and other professional attorney groups. Ms. Pritzker is a 1989 graduate of the University of San Francisco School of Law. She received her undergraduate degree in Economics from McGill University in 1983.

Ms. Pritzker is a member of the Association of Trial Lawyers of America, Trial Lawyers for Public Justice, California Women Lawyers, Consumer Attorneys of California, the Bar Association of San Francisco, the San Mateo Bar Association, and the Alameda County Bar Association. Ms. Pritzker is admitted to the California Bar. She also is admitted to practice before the United States Supreme Court, the United State Court of Appeals for Ninth Circuit, and the United States District Courts for the District of Colorado and the Northern, Central, Southern, and Eastern Districts of California. Ms. Pritzker is a Board Member for the Legal Aid Society of San Mateo County.

Jonathan K. Levine has extensive experience prosecuting complex securities fraud, accounting fraud and class action litigation. He has served and is serving as court-appointed class counsel, lead counsel and liaison counsel in numerous complex class actions in federal courts throughout the United States and in state courts in California. Mr. Levine has prosecuted over 20 securities fraud actions successfully, including cases of complex accounting fraud involving Arthur Andersen, Ernst & Young, KPMG Peat Marwick, Deloitte & Touche, Price Waterhouse and Grant Thornton. Some of the cases in which Mr. Levine served in a leadership role include Rosen v. Macromedia, Inc., where as co-lead counsel he obtained a \$48 million securities class action settlement in California state court, In re Gupta Corporation Securities Litigation, where as co-lead counsel he obtained a \$15 million settlement, Provenz v. Miller, where as co-lead counsel he obtained a \$15 million securities class action settlement, and Providian Credit Card Cases, where as co-lead counsel he obtained a class action settlement of \$105 million, one of the largest class action recoveries in the United States arising out of consumer credit card litigation.

Mr. Levine currently represents Allianz of America, Inc., Fireman's Fund and other large private institutional investors in federal securities litigation against Grant Thornton, Salomon Smith Barney and other defendants arising out of their investments in Winstar Communications, Inc. He is court-appointed co-lead counsel in the In re American Express Financial Advisors Securities Litigation, which has tentatively settled for more than \$100 million, and the AOL Spin-Off Accounts Billing Litigation. He also is serving as lead counsel in Paul v. HCI Direct, Inc. and Griffin v. Fleetwood Enterprises, Inc.

Mr. Levine is the author of "E-Mail and Voice Mail Discovery Issues," Glasser LegalWorks (1998), "Discovery Techniques in Commercial Litigation and Recent Developments In the Rules of Discovery," American Trial Lawyers Association (1991), and the co-author of "The Business Judgment Rule and Derivative Actions," Practicing Law Institute (1989). He has lectured on securities litigation under the Private Securities Litigation Reform Act of 1995, consumer fraud and predatory lending litigation, and computer discovery

and electronic data retention risk control. He is the past chair of the American Bar Association Litigation Section Subcommittee on Officers and Directors Liability. He currently serves as Vice-Chairman of the Piedmont Planning Commission.

For nine years prior to joining Girard Gibbs, Mr. Levine was a partner at the New York law firm of Kaplan Fox & Kilsheimer LLP, where he specialized in securities fraud, accounting fraud and consumer class action litigation. Mr. Levine is a 1988 graduate of Fordham University School of Law. He received his undergraduate degree from Columbia University in 1985. Mr. Levine is a member of the California State Bar Association, New York State Bar Association, Connecticut Bar Association, American Bar Association, the Association of Business Trial Lawyers – Northern California, and the Association of Trial Lawyers of America. He is admitted to the New York, Connecticut and California Bars. He also is admitted to practice before the United States Supreme Court, the United States Courts of Appeals for the Second, Fourth, Ninth and Eleventh Circuits, as well as the United States District Courts for the Southern and Eastern Districts of New York, the Northern District of Texas, and the Northern, Central, Eastern and Southern Districts of California.

ASSOCIATES

Karen L. Hindin is a 1994 graduate of Santa Clara University School of Law, where she was a public interest law scholar. She received her undergraduate degree from the University of California at Los Angeles in 1991. Ms. Hindin specializes in litigating consumer protection class actions and representative suits involving unfair and deceptive business practices in the banking, insurance, telecommunications, automotive, credit card, and various other industries. Prior to joining Girard Gibbs, Ms. Hindin practiced class action law at The Sturdevant Law Firm in San Francisco and Engstrom, Lipscomb & Lack in Los Angeles. Ms. Hindin also served as a research attorney for Judges Aurelio Munoz, Loren Miller, Jr., Judith Chirlen and Florence Marie Cooper. Ms. Hindin is an active member of the Consumer Attorneys of California, serving as an editor of the Forum Magazine, the San Francisco Trial Lawyers Association, serving as Co-Chair of the Women's Caucus, and Trial Lawyers for Public Justice, by whom she was awarded the Public Justice Achievement Award for her work on the case of *Ting v. AT&T*. She is admitted to the California Bar. She also is admitted to practice before the United States Court of Appeals for the Ninth Circuit as well as the United States District Courts for the Northern, Central and Southern Districts of California.

Aaron M. Sheanin is a 1999 graduate of Columbia University School of Law, where he was a James Kent Scholar and a Harlan Fiske Stone Scholar. He received his undergraduate degree from the University of California at Berkeley in 1993, where he was elected to Phi Beta Kappa. Mr. Sheanin focuses on litigating securities fraud and corporate governance cases on behalf of individual and institutional investors. Mr. Sheanin also devotes a significant portion of his time advising several state pension funds with respect to securities matters. He has presented before the American Bar Association's Task Force on Contingent Fees (Tort Trial and Insurance Practice Section). From 1999 to 2001, Mr. Sheanin was a Pro Se law clerk for the United States Court of Appeals for the Second Circuit. Prior to joining Girard Gibbs, Mr. Sheanin was an associate with Lieff, Cabraser, Heimann & Bernstein LLP, where he had extensive experience in prosecuting class action cases involving consumer

protection, product defect and employment discrimination. In the summer of 1997, he was a judicial extern to the Honorable Barrington D. Parker, Jr. of the United States District Court, Southern District of New York. Mr. Sheanin is admitted to the New York, New Jersey and California Bars. He also is admitted to practice before the United States District Courts for the Northern, Central, Eastern and Southern Districts of California.

Rosemary M. Rivas is a 2000 graduate of the University of California, Hastings College of the Law, where she served as Senior Note Editor of the Hastings Constitutional Law Quarterly and was a member of the Hastings Moot Court Board. While at Hastings, Ms. Rivas received the American Jurisprudence Award and the CALI Excellence For The Future Award for her studies in Wills & Trusts. She also assisted in the research and writing of a casebook on Wills & Trusts. Ms. Rivas received her undergraduate degree from San Francisco State University in 1997. Her practice includes litigating consumer class actions and representative cases involving unfair and deceptive business practices in the banking, insurance, internet and retail services industries. She is the Chair of the Consumer Rights Section of the Barristers Club. Ms. Rivas is an active member of the San Francisco Bar Association, the American Bar Association, the Association of Trial Lawyers of America and the Consumer Attorneys of California. Ms. Rivas also participates in the U.C. Hastings Alumni Mentor Program and was a speaker on the U.C. Hastings "Careers In The Law Panel." Ms. Rivas is fluent in Spanish. She is admitted to the California Bar. She also is admitted to practice before the United States Court of Appeals for the Ninth Circuit as well as the United States District Courts for the Northern and Central Districts of California.

Dylan Hughes is a 2000 graduate of the University of California, Hastings College of Law. He received his undergraduate degree from the University of California at Berkeley in 1995. Mr. Hughes was a spring 2000 extern for the Honorable Charles A. Legge of the United States District Court, Northern District of California. Before joining Girard Gibbs, he was a law clerk for the Honorable Paul A. Mapes, Administrative Law Judge of the Office of Administrative Law Judges, United States Department of Labor. Mr. Hughes is a member of the American Bar Association and the Consumer Rights Section of the Barristers Club. He is admitted to the California Bar. He also is admitted to practice before the United States Court of Appeals for the Ninth Circuit as well as the United States District Courts for the Northern and Central Districts of California.

Allison L. Ehlert is a 2003 graduate of the University of California at Berkeley (Boalt Hall School of Law). While at Boalt, Ms. Ehlert was awarded the American Jurisprudence Prize for Criminal Law, the Prosser Prize for Voting Rights and a Moot Court Best Brief commendation. She also served as a Senior Articles Editor on the Berkeley Journal of International Law. Ms. Ehlert received his undergraduate degree, summa cum laude, from Ohio Wesleyan University in 1998, where she was elected to Phi Beta Kappa. She has also studied International Relations at the London School of Economics and Political Science. In the summer of 2001, Ms. Ehlert was a judicial extern to the Honorable Victor A. Marrero of the United States District Court, Southern District of New York. She is admitted to the California Bar. Ms. Ehlert also is admitted to practice before the United States District Courts for Northern and Central Districts of California.

Sheri L. Kelly is a 2003 graduate of the University of California, Hastings College of the Law, where she was Executive Editor of the Hastings Women's Law Journal. Ms. Kelly received her undergraduate degree from the University of California at Berkeley in 1997. In 2002 she served as an extern to the Honorable James R. Lambden of the California Court of Appeal (First District). Before joining Girard Gibbs, Ms. Kelly was an associate with Cotchett, Pitre, Simon & McCarthy from 2003 to 2005, where she prosecuted contract fraud, consumer protection, securities and antitrust cases on behalf of governmental entities, individuals and corporations. Ms. Kelly is a member of the Consumer Attorneys of California, the Association of Trial Lawyers of America, California Women's Lawyers and the American Bar Association. She is admitted to the California Bar. She also is admitted to practice before the United States Court of Appeals for the Ninth Circuit as well as the United States District Court for the Central District of California.

OF COUNSEL

Anthony K. Lee has over ten years of experience in securities and class action litigation. He joined Girard Gibbs as an associate in 1997 and became a partner in 2000. Mr. Lee became of counsel to the firm in 2002. He is a 1991 graduate of Harvard Law School and received his undergraduate degree from Stanford University in 1988. Mr. Lee is admitted to the California Bar. He also is admitted to practice before the United States Courts of Appeal for the Fifth and Ninth Circuits and the United States District Courts for the Northern, Eastern, Central and Southern Districts of California.

CASES

Some of the cases in which the firm has had a leadership role are described below:

<p><u>In re America Online, Inc. Version 5.0 Software Litigation</u> MDL Docket No. 1341 (S.D. Fla.)</p>	<p>Firm served as co-lead counsel in this MDL proceeding which centralized 45 class actions. The action involved alleged violations of the Computer Fraud and Abuse Act, 18 U.S.C. §§ 1030 <i>et seq.</i>, federal antitrust laws and state consumer protection statutes based on AOL's distribution of its Version 5.0 software upgrade. The Honorable Alan S. Gold granted final approval to a \$15.5 million cash settlement on August 1, 2002.</p>
--	--

<p><u>In re LookSmart Litigation</u>, Case No. 02-407778 (San Francisco Super. Ct.)</p>	<p>This nationwide class action suit was brought against LookSmart, Ltd. on behalf of LookSmart's customers who paid an advertised "one time payment" to have their web sites listed in LookSmart's directory, only to be later charged additional payments to continue service. The action involved claims for breach of contract and violation of California's consumer protection laws, among other things. On October 31, 2003, the Honorable Ronald M. Quidachay granted final approval of a nationwide class action settlement providing cash and benefits valued at approximately \$20 million.</p>
<p><u>In re MCI Non-Subscriber Telephone Rates Litigation</u>, MDL Docket No. 1275 (S.D. Ill.)</p>	<p>Class action brought on behalf of all MCI subscribers who were charged MCI's non-subscriber or "casual caller" rates and surcharges instead of the lower rates which MCI advertises and which subscribers expect to be charged. Ten cases were consolidated for pretrial proceedings before the Honorable David R. Herndon, U.S. District Judge for the Southern District of Illinois. Judge Herndon appointed firm as co-lead counsel for the consolidated actions. On March 29, 2001, Judge Herndon granted final approval of a settlement for over \$90 million in cash.</p>
<p><u>Mitchell v. American Fair Credit Association</u>, Case No. 785811-2 (Cal. Super. Ct. Alameda County); <u>Mitchell v. Bankfirst, N.A.</u>, Case No. C-97-1421-MMC (N.D. Cal.)</p>	<p>Class action brought on behalf of California residents who became members of the American Fair Credit Association ("AFCA"). Plaintiffs allege that AFCA operated an illegal credit repair scheme. The Honorable James Richman certified the class and appointed the firm as class counsel on April 12, 1999. In February 2003, Judge Ronald Sabraw of the Alameda County Superior Court and Judge Maxine Chesney of the U.S. District Court for the Northern District of California granted final approval to settlements valued at over \$40 million. See <u>Mitchell et al., v. American Fair Credit Association, Inc., et al.</u>, 99 Cal. App. 4th 1345 (2002) (first reported decision under the California Credit Services Act of 1984).</p>

<p><u>In re: Digex, Inc. Shareholder Litigation</u> <u>Consol. Case No. 18336 (Del. Ch. Ct. 2000)</u></p>	<p>In this lawsuit, minority shareholders of Digex, Inc. sued to enjoin MCI WorldCom's planned acquisition of a controlling interest in Digex through a merger with Intermedia Communications, Inc., the majority shareholder. In a settlement approved by Delaware Chancery Court on April 6, 2000, a fund consisting of \$165 million in MCI WorldCom stock and \$15 million in cash was secured for Digex shareholders, as well as non-cash benefits valued at \$450 million. Girard Gibbs represented the Kansas Public Employees Retirement System, one of two institutional lead plaintiffs.</p>
<p><u>Lund v. AT&T Corp.,</u> <u>Case No. C 98-1500-DDP (AJW)</u> <u>(C.D. Cal.)</u></p>	<p>Class action brought on behalf of small businesses whose long-distance service was switched to Business Discount Plan, Inc. Firm was appointed class counsel by the Honorable Dean D. Pregerson. Settlement providing for full cash refunds and free long-distance telephone service approved in December 1999.</p>
<p><u>Steff v. United Online, Inc.,</u> <u>Case No. BC265953, (Los Angeles Super. Ct.)</u></p>	<p>This nationwide class action suit was brought against NetZero, Inc. and its parent, United Online, Inc., by former NetZero customers. The Plaintiffs alleged that Defendants falsely advertised their internet service as being unlimited and guaranteed for a specific period of time when it was not, in violation of Consumers Legal Remedies Act, Civil Code §§ 17500 <i>et seq.</i> and the Unfair Competition Law, Business And Professions Code §§ 17200 <i>et seq.</i> The Honorable Victoria G. Chaney of the Los Angeles Superior Court granted final approval of a settlement that provides full refunds to customers whose services were cancelled and additional cash compensation. The settlement also places restrictions on Defendants' advertising.</p>
<p><u>Mackouse v. The Good Guys - California, Inc.,</u> Case No. 2002-049656, (Alameda County Super. Ct.)</p>	<p>This nationwide class action suit was brought against The Good Guys and its affiliates alleging violations of the Song-Beverly Warranty Act and other California consumer statutes. The Plaintiff alleged that The Good Guys failed to honor its service contracts, which were offered for sale to customers and designed to protect a customer's purchase after the manufacturer's warranty expired. In May 9, 2003, the Honorable Ronald M. Sabraw granted final approval of a settlement that provides cash refunds or services at the customer's election.</p>

<p><u>Stoddard v. Advanta Corp.</u>, Case No. 97C-08-206-VAB (Del. Superior Ct.)</p>	<p>Class action on behalf of cardholders who were promised a fixed APR for life in connection with balance transfers, whose APR was then raised pursuant to a notice of change in terms. The Honorable Vincent A. Bifferato approved a \$7.25 million settlement and appointed firm as co-lead counsel for the settlement class.</p>
<p><u>In re Oxford Tax Exempt Fund Securities Litigation</u>, Case No. WMN-95-3643 (D. Md.)</p>	<p>Class and derivative litigation brought on behalf of real estate limited partnership with assets of over \$200 million. Settlement providing for exempt issuance of securities under section 3(a)(10) of Securities Act of 1933, public listing of units, and additional settlement benefits valued at over \$10 million approved January 31, 1997. Firm served as co-lead counsel.</p>
<p><u>Ho v. San Francisco Unified School District</u>, Case No. C-94-2418-WHO (N.D. Cal.)</p>	<p>Civil rights action on behalf of certified class of San Francisco public school students of Chinese descent to terminate racial and ethnic quotas imposed under 1983 desegregation consent decree. <u>See Ho v. San Francisco Unified Sch. Dist.</u>, 965 F. Supp. 1316 (N.D. Cal. 1997), <u>aff'd</u> 147 F.3d 854 (9th Cir. 1998); <u>see also</u> 143 Cong. Rec. S6097, 6099 (1997) (statement of United States Senator Hatch referring to testimony of class representative before Senate Judiciary Committee).</p>
<p><u>Mager v. First Bank of Marin</u>, CV-S-00-1524-PMP (D. Nev.)</p>	<p>Nationwide class action brought on behalf of people who were enrolled in First Bank of Marin's credit card program. In May 2002, the Judge Pro of the U.S. District Court for the District of Nevada approved a settlement providing for cash and non-cash benefits to class members.</p>
<p><u>Calliott v. HFS, Inc.</u>, Case No. 3:97-CV-0924-L (N.D. Tex.)</p>	<p>Firm intervened on behalf of institutional client in this securities class action arising out of bankruptcy of Amre, Inc., a seller of home remodeling and repair services. Firm was designated lead plaintiff's counsel under Private Securities Litigation Reform Act. Settlements for \$7.3 million approved August 1999 and December 2000.</p>

<p><u>In re Total Renal Care Securities Litigation</u>, Case No. 99-01750 (C.D. Cal.)</p>	<p>Securities fraud action arising out of restatement of earnings by healthcare provider, brought under the PSLRA by the Louisiana Teachers' Retirement System and the Louisiana School Employees Retirement System. Settled for \$25 million and issuer's commitment to adopt comprehensive corporate governance reforms. Girard Gibbs served as liaison counsel.</p>
<p><u>In re Towers Financial Corporation Noteholders Litigation</u>, MDL No. 994 (S.D.N.Y.)</p>	<p>Securities and RICO class action against promoters and professionals associated with failed investment scheme described by United States Securities and Exchange Commission as "largest Ponzi scheme in U.S. history." \$6 million in partial settlements. \$250 million judgment entered against four senior Towers executives. Firm served as liaison counsel and as a plaintiffs' executive committee member. See <u>Dinsmore v. Squadron, Ellenoff, Plesent, Sheinfeld & Sorkin</u>, 945 F. Supp. 84 (S.D.N.Y.1996), <u>rev'd</u>, No. 97-7011, 1998 U.S. App. LEXIS 1448 (2d Cir. Jan. 28, 1998); <u>In re Towers Financial Corporation Noteholders Litigation</u>, 177 F.R.D. 167 (S.D.N.Y. 1997) ("class counsel--particularly Plaintiffs' Liaison counsel, Daniel Girard--has represented the plaintiffs diligently and ably in the several years that this litigation has been before me").</p>
<p><u>In re World War II Era POW Litigation</u>, Case No. C-99-5042-VRW (N.D. Cal.)</p>	<p>Class action on behalf of American veterans who, as prisoners-of-war held by the Japanese during World War II, were forced to perform slave labor for Japanese industry. Commenting on the Ninth Circuit decision affirming dismissal of the claims, Mr. Girard was quoted in the New York Times, "It's not unusual that you see a demand for payment that isn't legally enforceable. But the demand stands. If the position of the Japanese companies involved is that they refuse to consider the demand for compensation and stand on legal defenses, the moral consequences are what they are."</p>

In re: Prison Realty Securities
Litigation

Case No. 3:99-0452 (M.D. Tenn.)

Girard Gibbs served as co-lead counsel in this securities class action brought on behalf of investors against a real estate investment trust and its officers and directors, following defendants' alleged false statements made in the context of a merger between Corrections Corporation of America and CCA Prison Realty Trust and subsequent operation of the merged entity. On February 13, 2001, the Court granted final approval to a settlement for over \$134 million in cash and stock.

Exhibit B to Affidavit of Elizabeth C. Pritzker

SCOTT A. KAMBER of Kamber & Associates, LLC specializes in technology-related litigation and representing individuals and businesses in complex international matters against foreign sovereigns. Mr. Kamber has an extremely diverse practice before federal and state courts throughout the United States and arbitration panels abroad, with clients ranging from individuals to multinational corporations to classes of consumers and investors.

Experienced in law and business, Mr. Kamber has a proven track record of addressing a client's needs in an individualized manner that is sensitive to budgetary requirements.

Presently, Mr. Kamber serves as co-lead counsel in the *In re Sony BMG CD Technologies* litigation pending in the United States District Court for the Southern District of New York and *In re Network Commerce Securities Litigation* pending in the United States District Court for the Western District of Washington. Mr. Kamber has previously served in a leadership role in numerous private and class actions including suits on behalf of shareholders, consumers and private corporations in the United States and abroad. Mr. Kamber has served as lead counsel and in other leadership roles for numerous class actions that have achieved significant results for the class, including: *Wormley v. GeoCities* (consumer class action for privacy violations that is believed to be the first internet privacy case to recover a benefit for impacted class members); *In re Starlink Growers* (represented sub-class of farmers who grew Starlink in a consolidated settlement of federal class action valued in excess of \$100 million); *In re Loch Harris* (derivative action that successfully obtained dissolution of corporation and distribution of

assets to shareholders); *In re Command Systems* (securities class action in which participating shareholders recovered over 80% of their losses); and *In re WebTV* (consumer class action for false advertising). In addition to these commercial litigations, Mr. Kamber has been involved in the efforts of African torture victims to bring their persecutors to justice under the Alien Tort Claims Act and has achieved significant decisions for his clients before the United States Court of Appeals for the Second Circuit and the Southern District of New York. One such result, *Cabiri v. Ghana*, 165 F.3d 193 (1999), is a leading Second Circuit case under the Foreign Sovereign Immunities Act.

Mr. Kamber graduated *cum laude* from University of California, Hastings College of the Law in 1991 where he was Order of the Coif, Articles Editor for Hastings Constitutional Law Quarterly and a member of the Moot Court Board. Mr. Kamber graduated with University and Departmental Honors from The Johns Hopkins University in 1986. Mr. Kamber has extensive courtroom experience and has tried over 15 cases to verdict. Prior to founding Kamber & Associates, LLC, Mr. Kamber represented both plaintiffs and defendants in a wide range of commercial litigation. Mr. Kamber is admitted to practice in the State of New York as well as the United States Supreme Court, the United States Court of Appeals for the Second Circuit and Eighth Circuit, and the United States District Courts for the Southern and Eastern Districts of New York. In addition, Mr. Kamber is well-versed in the procedures and practice of numerous arbitration forums, both domestic and international. Prior to practicing law, Mr. Kamber was a financial consultant.